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*Special Counsel For The Official Committee
Of Unsecured Creditors Of
Lehman Brothers Holdings Inc., et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
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LEHMAN BROTHERS HOLDINGS INC., : **Chapter 11**
ET AL. :
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Debtors. : **Case No. 08-13555 (JMP)**
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**NINTH SUPPLEMENTAL DECLARATION OF SUSHEEL KIRPALANI
IN SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., ET AL., UNDER
11 U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR
ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF QUINN
EMANUEL URQUHART & SULLIVAN, LLP, AS SPECIAL COUNSEL,
NUNC PRO TUNC TO SEPTEMBER 17, 2008**

Susheel Kirpalani hereby declares, under penalty of perjury:

1. I am a member of Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel"), a law firm with offices at 51 Madison Avenue, New York, New York 10010, and in Los Angeles, Chicago, San Francisco, Silicon Valley, California, London, England, Mannheim, Germany and Tokyo, Japan.

2. I submit this declaration (the “Ninth Supplemental Declaration”) in connection with Quinn Emanuel’s representation of the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in possession (collectively, the “Lehman Debtors”), as special counsel, *nunc pro tunc* effective as of September 17, 2008, in the above-captioned cases. Quinn Emanuel was retained upon application, dated October 21, 2008 (the “Application”), by the Creditors’ Committee, pursuant to sections 328 and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

3. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein. I will supplement the disclosures made in the Declarations (as defined below) if additional relevant information becomes available during the pendency of these cases.

4. I initially filed a declaration (the “Initial Declaration”), dated October 21, 2008, contemporaneously with the Application. On November 10, 2008, I filed a supplemental declaration in support of the Application (the “First Supplemental Declaration”). On December 8, 2008, I filed a second supplemental declaration in support of the Application (the “Second Supplemental Declaration”). On March 4, 2009, I filed a third supplemental declaration in support of the Application (the “Third Supplemental Declaration”). On June 26, 2009, I filed a fourth supplemental declaration in support of the Application (the “Fourth Supplemental Declaration”). On December 18, 2009, I filed a fifth supplemental declaration in support of the Application (the “Fifth Supplemental Declaration”). On August 4, 2010, I filed a sixth supplemental declaration in support of the Application (the “Sixth Supplemental Declaration”). On December 7, 2010, I filed a seventh supplemental declaration in support of the Application

(the “Seventh Supplemental Declaration”). On February 15, 2011, I filed an eighth supplemental declaration (the “Eighth Supplemental Declaration,” and, together with the Initial Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, Fourth Supplemental Declaration, Fifth Supplemental Declaration, Sixth Supplemental Declaration, and Seventh Supplemental Declaration the “Declarations”).

5. On November 21, 2008, the Bankruptcy Court entered the Final Order Under 11 U.S.C. §1103(a) And Fed. R. Bankr. P. 2014 and 5002, Authorizing Retention And Employment Of Quinn Emanuel Urquhart Oliver & Hedges, LLP As Special Counsel To The Official Committee Of Unsecured Creditors Of Lehman Brothers Holdings Inc. Et Al., Nunc Pro Tunc To September 17, 2008 (the “Final Order”). Among other things, the Final Order granted the Application and approved Quinn Emanuel’s retention as special counsel to the Creditors’ Committee.

6. Quinn Emanuel’s United Kingdom office has been retained by Dr. Michael C. Frege solely in his capacity as administrator (the “Administrator”) for Lehman Brothers Bankhaus AG to represent the Lehman Brothers Bankhaus AG (“Bankhaus”) in a discrete matter challenging one particular counterparty’s calculation of amounts owing under a repurchase agreement. Specifically, Quinn Emanuel will represent the Administrator with respect to negotiations, review, analysis and assertion of claims, and litigation involving this counterparty (the “Representation”).

7. The Representation is narrowly tailored to avoid any conflict with Quinn Emanuel’s representation of the Committee in the Chapter 11 Cases. Quinn Emanuel will not represent the Administrator in any matters involving any Lehman Debtor (e.g., intercompany claims), nor will it represent the Committee in connection with Bankhaus matters in the Chapter

11 Cases. Bankhaus matters have been handled thus far by lead Committee counsel, Milbank Tweed, and to the extent Bankhaus matters arise in the Chapter 11 Cases, Quinn Emanuel will recuse itself from any Committee discussions.

8. The foregoing statements are true and correct to the best of my knowledge, information and belief.

December 28, 2011

/s/ Susheel Kirpalani
Susheel Kirpalani
A Member of the Firm